



Honorable August B. Landis
United States Bankruptcy Judge



Entered on Docket
August 11, 2017

Samuel A. Schwartz, Esq.
Nevada Bar No. 10985
Bryan A. Lindsey, Esq.
Nevada Bar No. 10662
Schwartz Flansburg PLLC
6623 Las Vegas Blvd. South, Suite 300
Las Vegas, Nevada 89119
Telephone: (702) 385-5544
Facsimile: (702) 385-2741
Attorneys for the Debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:)	Case No.: 17-12099-ABL
)	
HelioPower Inc.,)	Chapter 11
)	
Debtor.)	Hearing Date: August 2, 2017
)	Hearing Time: 1:30 p.m.

ORDER (i) APPROVING THE FORM OF BALLOTS AND PROPOSED SOLICITATION AND TABULATION PROCEDURES; (ii) PRESCRIBING THE FORM AND MANNER OF NOTICE ON VOTING DEADLINE WITH RESPECT TO THE DEBTOR'S CHAPTER 11 PLAN; (iii) APPROVING THE BID PROCEDURES FOR THE AUCTION TO OBTAIN NEW EQUITY INTEREST AND SETTING THE AUCTION DATE AS THE CONFIRMATION HEARING DATE; AND (iv) APPOINTING THE SOLICITATION AND TABULATION AGENT

Upon the motion dated June 30, 2017 (the "**Scheduling Motion**"),¹ with the Disclosure Statement dated June 30, 2017, and the Plan of Reorganization dated June 30, 2017, of the above-captioned debtor and debtor-in-possession (the "**Debtor**"), with the Ex-Parte Order Granting: (I)

¹ All capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the Scheduling Motion.

1 Conditional Approval of the Disclosure Statement; and (II) Setting Combined Hearings on Final
 2 Approval of the Disclosure Statement and Confirmation of the Debtor's Chapter 11 Plan (the
 3 **"Conditional Order Approving the Disclosure Statement"**), for the entry of an order, (i)
 4 approving the form of ballots and proposed solicitation and tabulation procedures for the Plan;
 5 (iv) prescribing the form and manner of notice on the voting deadline with respect to the Plan;
 6 (v) approving bid procedures for the auction to obtain new equity interest and setting the auction
 7 date as the Confirmation Hearing date; and (viii) approving Schwartz Flansburg PLLC (**"SF"**)
 8 as the Debtor's solicitation and tabulation agent (the **"Solicitation and Tabulation Agent"**); and
 9 it appearing that the Court has jurisdiction over this matter; and the Debtor having filing its
 10 Disclosure Statement and its Plan of Reorganization on June 30, 2017; it further appearing that
 11 the relief requested in the Scheduling Motion is in the best interests of the Debtor, its bankruptcy
 12 estate and its creditors; and upon all of the proceedings had before the Court; and after due
 13 deliberation and sufficient cause appearing therefore, it is hereby:

14 **ORDERED** that the bid procedures to obtain new equity interest (the **"Bid Procedures"**)
 15 are approved; and it is further

16 **ORDERED** that the Confirmation Hearing, August 16, 2017, at 1:30 p.m., as set in the
 17 Conditional Order Approving the Disclosure Statement, shall also serve as an auction to obtain
 18 new equity interest pursuant to the Bid Procedures, whereby the Court shall determine the
 19 successful bidder; and it is further

20 **ORDERED** that any party failing to file and serve an objection as of the Confirmation
 21 Objection Deadline, August 2, 2017, as set in the Conditional Order Approving the Disclosure
 22 Statement, shall be barred from raising any objections at the Confirmation Hearing; and it is
 23 further

1 **ORDERED** that pursuant to Bankruptcy Rules 3018(c) and 3017(a), the form of ballots,
2 attached to the Scheduling Motion as Exhibit A is approved; and it is further

3 **ORDERED** that the notices attached to the Scheduling Motion as Exhibits B, C, and D
4 are approved; and it is further

5 **ORDERED** that pursuant to Bankruptcy Rules 3017(c) and 3018(a), the holders of
6 claims in Classes 2(a), 2(b), 2(c), 2(d), 2(e), 2(f), 3, 4, and 5 may vote to accept or reject the Plan
7 by indicating its acceptance or rejection of the Plan on the ballots provided therefore; and it is
8 further
9

10 **ORDERED** that the provision of notice in accordance with the procedures set forth in
11 this Order and the Voting Procedures shall be deemed good and sufficient notice of the
12 Confirmation Hearing, the Voting Deadline and the Confirmation Objection Deadline; and it is
13 further
14

15 **ORDERED** that, pursuant to Bankruptcy Rule 3017(c), but except as otherwise
16 expressly provided in the Voting Procedures, in order to be considered as acceptances or
17 rejections of the Plan, all ballots must be properly completed, executed, marked and actually
18 received by the Solicitation and Tabulation Agent on or before the Voting Deadline; and it is
19 further
20

21 **ORDERED** that the Solicitation and Tabulation Agent is authorized and directed to
22 effect any action reasonably necessary to accomplish the solicitation and tabulation services
23 contemplated by the Disclosure Statement and the Voting Procedures; and it is further
24

25 **ORDERED** that the Debtor is not required to mail a Solicitation Package, an Unimpaired
26 Class Notice or a Shareholder Notice (as the case may be) to any individual or entity at an address
27 from which notice of the Disclosure Statement Hearing was returned by the United States Postal
28
29
30
31
32

Office as undeliverable, unless the Debtor or the Solicitation and Tabulation Agent are provided with a more accurate address prior to the Record Date. The Solicitation and Tabulation Agent shall report any undeliverable solicitation packages in its ballot declaration; and it is further

ORDERED that any entity entitled to vote to accept or reject the Plan may change its vote before the Voting Deadline by casting a superseding ballot so that such superseding ballot is actually received by the Solicitation and Tabulation Agent on or before the Voting Deadline; and it is further

ORDERED that creditors who timely file an objection prior to the Confirmation Objection Deadline, but fail to cast a ballot prior to the Voting Deadline, may cast a ballot through the time of the Confirmation Hearing in connection with the resolution of its objection; and it is further

ORDERED that the Debtor is authorized and empowered to take such other actions and execute such other documents as may be necessary or appropriate to implement the terms of this Order; and it is further

ORDERED that this Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or in relation to the implementation of this Order.

SUBMITTED BY:

SCHWARTZ FLANSBURG PLLC

By: /s/ Samuel A. Schwartz
Samuel A. Schwartz, Esq., NBN 10985
Bryan A. Lindsey, Esq., NBN 10662
6623 Las Vegas Blvd. South, Suite 300
Las Vegas, Nevada 89119
Attorneys for Debtor

SUBMISSION TO COUNSEL FOR APPROVAL PURSUANT TO LR 9021

In accordance with LR 9021, counsel submitting this document certifies that the order accurately reflects the court's ruling and that (check one):

_____ The court has waived the requirement set forth in LR 9021(b)(1).

___X___ No party appeared at the hearing or filed an objection to the motion.

_____ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document]:

_____ I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objected to the form or content of this order.

APPROVED:

DISAPPROVED:

FAILED TO RESPOND:

Submitted by:

SCHWARTZ FLANSBURG PLLC

By: /s/ Samuel A. Schwartz
Samuel A. Schwartz, Esq., NBN 10985
Bryan A. Lindsey, Esq., NBN 10662
6623 Las Vegas Blvd. South, Suite 300
Las Vegas, Nevada 89119
Attorneys for Debtor

###